AFFIDAVIT OF THOMAS G. BERKEMEYER

STATE OF OHIO

Exhibit 1

COUNTY OF FRANKLIN

BEFORE ME, the undersigned notary, on this day personally appeared Thomas G. Berkemeyer, a person whose identity is known to me. After I administered an oath, affiant testified as follows:

- 1. "My name is Thomas G. Berkemeyer. I am competent to make this affidavit. The facts stated in this affidavit are within my personal knowledge and are true and correct.
- 2. I am Associate General Counsel for American Electric Power Service Corporation, a New York corporation, and serve as Assistant Secretary for AEP Texas Inc.
- 3. AEP Texas Inc. is organized and exists under the laws of the State of Delaware. Although AEP Texas Inc. maintains its principal office in the state of Texas in Corpus Christi, Texas, the company's principal place of business and corporate headquarters is located at One Riverside Plaza, Columbus, Ohio, 43215.
- 4. AEP Texas Inc. is managed under the direction of its board of directors from Columbus, Ohio.
 - 5. All eight directors for AEP Texas Inc. are located in Columbus, Ohio.
- 6. Twenty of AEP Texas Inc.'s twenty-four corporate officers are located in Columbus, Ohio, including the chief executive officer, chief financial officer, chief accounting officer, secretary, and treasurer. The remaining four corporate officers work out of the Corpus Christi, Texas office.
- 7. Major business decisions of AEP Texas Inc., such as mergers, material acquisitions and dispositions, are made from Columbus, Ohio.
- 8. The budget for AEP Texas Inc. is established by the corporation's directors in Columbus, Ohio.
- 9. Capital improvements are approved by the directors of AEP Texas Inc. in Columbus, Ohio.
- 10. Decisions with respect to whether AEP Texas Inc. will incur debt are made in Columbus, Ohio.
 - 11. Decisions regarding the issuance of additional AEP Texas Inc. company

stock, and when dividends are paid on AEP Texas Inc. stock, are made in Columbus, Ohio.

- 12. Filings with the Securities and Exchange Commission (SEC) and the Federal Energy Regulatory Commission (FERC) for AEP Texas Inc. are filed from Columbus, Ohio.
- 13. The corporate books and records of AEP Texas Inc. are maintained in Columbus, Ohio.
 - 14. The accounting records of AEP Texas Inc. are maintained in Ohio.
- 15. AEP Texas Inc.'s bank accounts and disbursements from those accounts are managed from Columbus, Ohio.
- 16. All taxes owed on AEP Texas Inc.'s facilities are calculated in and paid from Columbus, Ohio.
- 17. Significant contracts to purchase services, materials, and equipment are negotiated and executed from Columbus, Ohio.
- 18. Payroll for all employees of AEP Texas Inc. are calculated and disbursed from Columbus, Ohio.
- 19. Significant human resource policies and codes of conduct are set in Columbus, Ohio.
- 20. Furthermore, all AEP Texas Inc. employees, including those in the Corpus Christi, Texas office, ultimately report to executives located at AEP Texas Inc.'s Columbus, Ohio corporate headquarters."

Further, affiant sayeth not.

THOMAS G. BERKEMEYER, Affiant

Associate General Counsel for American Electric Power Service Corporation/Assistant Secretary

Notary Public In and For the State of Ohio

for AEP Texas Inc.

SWORN TO and SUBSCRIBED before me by THOMAS G. BERKEMEYER, on

